

ASA

Anerkannte Spezialisten
für Afrika Reisen

Recognized specialists
for Africa travel

ASSOCIATION FOR THE PROMOTION OF TOURISM TO SOUTHERN & EAST AFRICA

§1

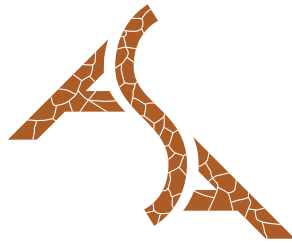
NAME, REGISTERED OFFICE, FISCAL YEAR

- (1) The Association bears the name
- "ASA - ARBEITSGEMEINSCHAFT SÜDLICHES & ÖSTLICHES AFRIKA e.V."**
- The Association shall be entered in the official German Register of Associations.
- (2) The Association is based in Frankfurt/Main, Germany, and may form Chapters in other European countries and/or states in Southern and East Africa.
- (3) The fiscal year of the Association coincides with the calendar year.

§2

AIMS AND OBJECTIVES

- (1) ASA is a politically and religiously unbiased and independent Association with the objective to promote, develop and nurture tourism to the countries in SOUTHERN & EAST AFRICA. All members are committed to this aim. The Association is a non-commercial, non-profit organization.
- (2) Particular objectives are:
- a) to ensure the compilation of high-quality tourism products in Europe.
 - b) to promote and increase market penetration of SOUTHERN & EAST AFRICA tourism products amongst consumers and travel agencies in Europe.
 - c) to promote interest in the SOUTHERN & EAST AFRICA tourism region in Europe through coordinated and concerted media work.
 - d) to improve awareness and expertise of the SOUTHERN & EAST AFRICA tourism region amongst employees of the European travel industry through educational seminars, familiarization tours and promotion functions.
 - e) to ensure that institutions and suppliers of tourism products in SOUTHERN & EAST AFRICA adhere to European tourism standards enforced by Law.
 - f) to improve the product offer through tourism planning and product development in general as well as environmental protection measures in SOUTHERN & EAST AFRICA in particular.



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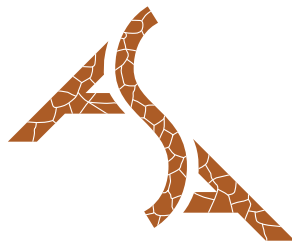
g) to safeguard the dignity and quality of life of national communities in SOUTHERN & EAST AFRICA within an environmental and social framework.

h) to form alliances with similar associations as ASA in order to share experience and where opportune to cooperate in order to further mutual aims.

i) to ensure further training in Germany of employees in the travel trade from SOUTHERN & EAST AFRICA

§3 MEMBERSHIP

- (1) Natural persons, legal entities and state institutions can become members of the Association provided they comply with the following prerequisites:
 - a. Ordinary members (with a right to vote):
 - i. Wholesalers based in Germany compiling and distributing tourism products for the countries of SOUTHERN & EAST AFRICA. Such wholesalers must be authorized to issue an insolvency policy.
 - ii. Tourism Boards, diplomatic and consular representations as well as state institutions from the SOUTHERN & EAST AFRICA region with or without offices in Germany. Such bodies must be involved - to a reasonable extent - in the promotion, development and nurture of tourism to SOUTHERN & EAST AFRICA.
 - iii. Airlines maintaining scheduled flights between Europe and the SOUTHERN & EAST AFRICA region - with or without offices in Germany.
 - iv. Companies or individuals that represent travel trade partners based in Southern and East Africa, such as tour operators, hotels, car hire companies etc. in Germany or in other European countries.
 - v. Companies or individuals that work in the field of journalism for the promotion of tourism to countries of Southern and East Africa.
 - b. Associate members (without right to vote):
 - i. Travel agencies, chains, tour operators, such as hotels, car hire companies and regional airlines based in the SOUTHERN & EAST AFRICA region that support the aims of ASA and promote tourism to SOUTHERN & EAST AFRICA.
 - ii. Corporations, chapters or other associations based in Europe or SOUTHERN & EAST AFRICA which support the aims and objectives of ASA and promote tourism to SOUTHERN & EAST AFRICA.
 - iii. Companies, organisations or associations not specifically involved in tourism, but with a general interest in supporting the SOUTHERN & EAST AFRICA region.
- (2) Prerequisite for membership is a written application addressed to the Executive Committee. The Executive Committee decides on the refusal or acceptance of the application for membership. Should membership be denied, the Executive Committee does not have to substantiate its refusal.
- (3) The acceptance or the refusal of a new member requires simple majority of the Executive Committee.



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§4 MEMBERSHIP FEE

- (1) An annual membership fee is levied and payable by all members within 3 months of the calendar year. Members who are in arrears with 2 membership fees lose their membership without prior notice.
- (2) The annual membership fee due is stipulated in a separate scale of fees that is not part of the ASA Statutes.

§5 EXECUTIVE COMMITTEE

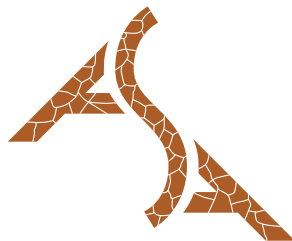
- (1) In accordance with § 26 of the Code of Civil Law, the Executive Committee of the Association consists of a chairman, a vice-chairman, a treasurer and at a minimum further two members, however, at a maximum further 6 members.
- (2) The Association is represented by two members of the Executive Committee, one of whom has to be the chairman or the vice-chairman.
- (3) The Executive Board consisting of the President, the Vice President and the Treasurer as well as the other Board members if they are entrusted with special projects involving an extreme load of work, have a right to get a monthly remuneration. The maximum amount per month is € 200,-. The Board with a qualified majority has to decide who is eligible for this remuneration and how much money will be allocated.

§6 RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee is responsible for the whole scope of activities, unless special fields of operation were officially delegated to another committee of the Association. The duties of the Executive Committee are in particular as follows:
 - a) Preparation and convening of Meetings of Members as well as compiling the required agenda.
 - b) Execution of decisions made during meetings by the members.
 - c) Preparation of the budget; book-keeping and accounting; issuing the annual report.
 - d) Decision-making with respect to the acceptance of additional members.
- (2) In matters of fundamental importance to the Association, the Executive Committee should endeavour, if at all possible, to reach a prior decision at a meeting of Members.

§ 7 ELECTION AND TERM OF OFFICE OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee will be elected at a Meeting of the members for a term of two years, effective from date of election. It will, however, remain in office until the election of a new Executive Committee.



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- (2) Each member of the Executive Committee is to be elected individually, by secret ballot, if the majority of the members present do not decide otherwise. Amendment to the Articles of Association on 8.4.2011: Each member of the Board of Directors is to be elected individually, unless the General Meeting approves a block election by majority vote. The election shall be by secret ballot unless the General Meeting decides otherwise by majority vote.
- (3) Executive Committee members must either themselves be a member of the Association or be a permanent employee or representative of the member by whom she or he was nominated to become a member. Cancellation of membership entails the termination of the office of the respective member of the Executive Committee.
- (4) Should a member of the Executive Committee terminate her/his membership prematurely, the Executive Committee may elect a new member for the remaining term of office.

§8

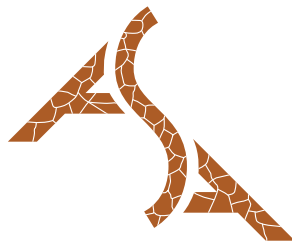
MEETINGS AND DECISIONS OF THE EXECUTIVE COMMITTEE

- (1) Decisions are made by the Executive Committee at meetings which are convened by the chairman or, in case of his absence, by the vice-chairman. At least one week prior to the meeting, an invitation has to be mailed to all members; the agenda must not be included.
- (2) The Executive Committee may take valid decisions if at least four members are present. In case of parity of votes, the chairman's vote will be the decisive one or, in his absence, that of his vice-chairman.
- (3) The Executive Committee may reach a decision by correspondence if all members of the Executive Committee agree to this procedure.

§ 9

MEETINGS OF MEMBERS

- (1) Ordinary members as well as associate members participate in the General Assembly of ASA.
- (2) Each ordinary member of the Association has one vote. The right to vote may be transferred to another ordinary member by written consent. This consent has to be given separately for each meeting. An ordinary member present at a Meeting may, however, not represent more than two votes of absent members.
- (3) Associate members have the right to give advice, however, have no right to vote.
- (4) The following duties are to be executed at Meetings of Members.
 - a) drawing up the budget for each business year;
 - b) acceptance of the annual report issued by the Executive Committee; assistance with respect to easing the excessive work load to be carried out by the Executive Committee.



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- c) appointing two auditors from the ranks of the members;
- d) changes in the membership fees and their maturity date; fixation of additional financial contributions and their amounts;
- e) voting in or voting out of members of the Executive Committee
- f) decisions on changes in the Articles of Association and on the dissolution of the Association;
- g) decisions with regard to the exclusion of members.

§10

CONVENING OF MEETING OF ALL MEMBERS

- (1) One General Assembly of all ordinary members should be convened per annum, if possible during the first three months of the calendar year. The chairman of the Executive Committee has to inform all members in writing. A written invitation containing the agenda has to be sent to all members by the chairman of the Executive Committee, at least a month prior to the event. The 4-week-lapse starts to be counted the day following the postmark on the envelope. The letter of invitation is considered to be sent to a member if it was mailed to the member's address made known in writing to the Executive Committee.
- (2) The agenda is laid down by the Executive Committee. Two weeks prior to the Meeting of Members, each member has the right to ask in writing for implementation of changes in the agenda. The Chairman of the Meeting has to announce all changes made in the agenda at the beginning of the Meeting. All members present will decide on applications for changes in the agenda put forward at the Meeting.

§11

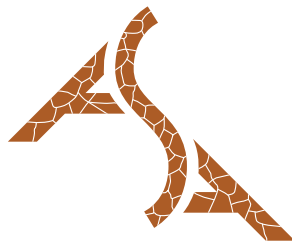
EXTRAORDINARY MEETING OF MEMBERS

- (1) Extraordinary meetings are to be called for by the Chairman of the Executive Committee, if the meeting is in the interest of the Association or if one fifth of the members submit a written request indicating the reasons to the Executive Committee.
- (2) The stipulations laid down in § 10 apply for the convening of extraordinary meetings.

§12

PASSING OF RESOLUTIONS AT MEETINGS OF MEMBERS

- (1) The Meetings will be chaired by the Chairman of the Executive Committee or, in his absence, by the vice-chairman. Should the latter not be available, this duty has to be taken over by the treasurer and then by the oldest member of the Executive Committee. Should no member of the Executive Committee be present, members present will appoint the chairman for the meeting in question. With respect to elections, the chairing of this ballot as well as the prior discussion can be handed over to an Election Committee, should all members present accept this solution.



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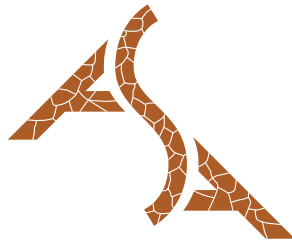
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- (2) The voting procedures will be determined by the chairman of the Meeting. If stipulated in the Articles of Association or requested by one third of all ordinary members present, the casting of votes has to be done in writing.
- (3) A quorum at a Meeting of Members is reached when at least half the ordinary members of the Association are present or represented by proxy. If there is no quorum, the Chairman of the Executive Committee is obliged to convene a second meeting with the same agenda within the next following month. This Meeting will have decision-making power regardless of how many ordinary members attend. Attention has to be drawn to this fact in the letter of invitation.
- (4) A simple majority of all valid votes cast is required at a meeting of Members in order to adopt a resolution unless stipulated otherwise in the Articles of Association. Abstentions are considered to be invalid votes.
- (5) A three-quarter majority of all valid votes cast is required for the implementation of changes in the Articles of Association or for the dissolution of the Association. A change of the objectives of the Association can only be implemented with a three-quarter majority (valid votes of full members). The written consent of ordinary members absent can be subsequently given to the Executive Committee within a period of three months.
- (6) The candidate is voted in who reached more than half of all valid votes. Should no candidate reach a majority, a second ballot has to take place between the two leading candidates. The candidate with the majority of votes is elected. In the event of parity of votes, the chairman of the Meeting has to draw lots.
- (7) Minutes have to be taken of each Meeting. These minutes have to be signed by the secretary who was appointed by the chairman of this Meeting for this task.

§13

TERMINATION OF MEMBERSHIP

- (1) Membership is terminated by death, exclusion or resignation of the member or dissolution of the Association.
- (2) A member who wishes to terminate her/his membership has to submit a written notice to the Executive Committee. Subject to a two months' notice, the termination of membership takes effect only at the end of the calendar year. As regards the calculation of the period granted, reference is made to § 10.
- (3) No refunds of membership fees are made, should a member terminate her/his membership - not even on a proportionate scale.
- (4) Should a member have failed to pay her/his membership fees or other monies due, despite two written reminders, her/his membership may be terminated by a resolution adopted at a meeting of the Members. A resolution as to the exclusion of a member may only be passed when a two-months' period of time elapsed after a second reminder indicating the imminent exclusion, was mailed to the member in question. The member must be notified of the resolution passed at the Meeting of Members.



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- (5) Should a member's conduct grossly harm the objectives of the Association, her/his membership may be terminated by a resolution passed at a Meeting of Members. Prior to the implementation of such a resolution the member concerned must be granted the chance to give an explanation with respect to her/his misdemeanour either verbally or in writing.

§14

DISSOLUTION OF THE ASSOCIATION

- (1) A quarter majority of all valid votes cast (see § 12 - No. 5) has to be reached if a resolution is passed with respect to the dissolution of the Association.
- (2) If not decided otherwise at the Meeting of the Members, the chairman and his vice-chairman are both (together) rightful liquidators.
- (3) Following the liquidation, the remaining assets of the Association are to be equally divided amongst the remaining members.
- (4) The above-mentioned stipulations apply, should the Association be dissolved for other reasons or lose its legal right to exist.

8. April 2011